

49343**PARTIAL ASSIGNMENT AND CONVEYANCE OF OIL AND GAS LEASES**

STATE OF NEW MEXICO §

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COUNTY OF LEA §

KNOW ALL MEN BY THESE PRESENTS:

That, the undersigned, **CROSS TIMBERS OIL COMPANY**, with offices at 810 Houston Street, Suite 2000, Fort Worth, Texas 76102, hereinafter referred to as "Assignor", in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt and full sufficiency of which is acknowledged, does hereby assign, transfer and set over and convey unto **LEONARD RESOURCE INVESTMENT CORPORATION**, whose address is P.O. Box 3422, Midland, Texas 79702, hereinafter called "Assignee", its successors and assigns, without warranty of title either express or implied, 75% of Assignor's right, title and interest in and to the oil and gas rights only, as covered by the oil and gas leases described on Exhibit "A" attached heretofore by reference made a part hereof.

This Assignment is made subject to the terms, provisions, conditions and restrictions contained in the above described oil and gas leases and all prior assignments, transfers or conveyances and to all of the terms, provisions, conditions and restrictions contained in the certain unrecorded Farmout Agreement dated September 1, 1998 by and between Assignor and Assignee.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed this 30th day of JUNE, 1999, but effective as of February 1, 1999.

ASSIGNOR:**CROSS/TIMBERS OIL COMPANY**By: Vaughn O. Vennerberg, II
Senior Vice President - Land

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ASSIGNEE:**LEONARD RESOURCE INVESTMENT CORPORATION**By: Name: Dan M. LeonardTitle: President

Oil Conservation Division

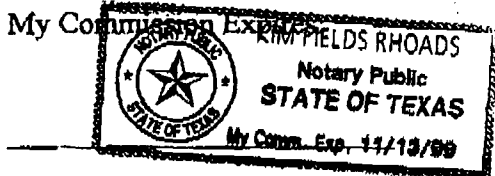
Case No. 9Exhibit No. 9

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ACKNOWLEDGEMENT

THE STATE OF TEXAS §
 COUNTY OF TARRANT §

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by Vaughn O. Vennerberg, II, known to me to be the Senior Vice President - Land of Cross Timbers Oil Company, a Delaware corporation, on behalf of said corporation.



Kim Fields Rhoads
 Notary Public in and for the
 State of Texas

STATE OF TEXAS §
 COUNTY OF MIDLAND §

The foregoing instrument was acknowledged before me this 13th day of July, 1999, by Dan M. Leonard, known to me to be the President of Leonard Resource Investment Corporation, a Nevada corporation, on behalf of said corporation.

My Commission Expires:

Kathy Long
 Notary Public in and for the State of Texas



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EXHIBIT "A"

Attached to and made a part of Partial Assignment of Oil and Gas Leases
by and between Cross Timbers Oil Company, as Assignor and Leonard Resource Investment Corporation,
as Assignee, dated effective February 1, 1999

SYSTEM LEASE & REFERENCE NO.	LESSOR NAME	ORIGINAL LESSEE NAME	LEASE DATE	BOOK COUNTY	PAGE
2515 295-4702-00	WILLORED A. PRICE, ET VIR	THE LOVELADY, INC.	11/19/79	323 LEA COUNTY, NEW MEXICO	887
6287 501-7495-01	ALANN P. BEDFORD TRUST	CROWN CENTRAL PETROLEUM CORP.	7/20/84	374 LEA COUNTY, NEW MEXICO	753
6288 501-7495-08	RACHEL BEDFORD BOWEN	CROWN CENTRAL PETROLEUM CORP.	7/20/84	374 LEA COUNTY, NEW MEXICO	747
6225 501-7495-11	HELEN L. BEDFORD ACCT. #21-00-55827	CROWN CENTRAL PETROLEUM CORP.	7/20/84	375 LEA COUNTY, NEW MEXICO	830